

# WENHAM COUNCIL ON AGING BY-LAWS

## Article I:- ESTABLISHMENT

The name of the organization shall be "The Wenham Council on Aging," hereafter referred to as "The Council," as established by the Town Selectmen of Wenham, Massachusetts, and pursuant with the authority granted in the Town Manager Act of 1949 and amending the original document creating the Council on Aging, dated January 19, 1971. The Council on Aging was permitted by Chapter 40, Section 8B of the Massachusetts General Laws.

## Article II: - PURPOSE & PHILOSOPHY

The Council's mission is to provide and advance those programs and services that enrich the lives of older adults in the Wenham community.

Pursuant to this goal, the Council shall:

- 1) Provide education to the community to the needs of the age 60+ population of the community and enlist the support and participation of the citizens of Wenham.
- 2) Design, advocate, and implement services to fill the needs of the seniors and to coordinate with existing agencies.
- 3) Examine, review, and up-date programs and services for Wenham seniors, based on available data.
- 4) Review and up-date annually all documents, policies and procedures for a Wenham Senior Center, when such structure is available.
- 5) Cooperate with the Executive Office of Elder Affairs and Senior Care and be cognizant of state and federal legislation and programs regarding elders.
- 6) Provide advice to the Town Selectmen on the funding needs of the Wenham Council on Aging. Function as an Advisory Council to the Town Selectmen, in order to maintain an effective flow of communication between the senior population and the Wenham Town government.

## Article III: ORGANIZATION & STRUCTURE

The Council shall serve as a policy-making Council only in relation to those areas listed above and has no authority over appointments of staff, administrative responsibilities of the staff, the employment practices, and/or Town of Wenham policy.

The Council shall consist of nine (9) Members, who shall be appointed by the Town Selectmen and have terms of office of three (3) years. The Council may offer to the Town Selectmen individuals for appointment to the Council. A member of the Town Selectmen shall be a liaison to and ex-officio, non-voting Council member.

In addition to Council Members, the Council may appoint Associate Members. Associate Members may attend all

Council Meetings, but may not vote on Council matters. Associate Members may also participate on Council Committees and may serve as leaders for Committees.

The principal office of the Council shall be located at the Wenham Town Hall, until such time as a Senior Center is available. All mail shall be delivered to this address, unless another shall be specified by the Chair.

## Article IV: VOTING RIGHTS OF MEMBERS

All voting rights shall be vested in the Members, and each individual member shall have one vote, with respect to any question or matter that may come before a meeting of the Members of the Council.

All votes are to be cast openly, i.e., no secret balloting.

## Article V: MEETINGS OF MEMBERS

Council meetings:

- 1) Regular Meetings of the Members of the Council shall be held once per month on the second Tuesday from September through June, with no regular meetings scheduled for July and August. Notice of all regular meetings of the Council shall be posted at Wenham Town Hall.
- 2) Special Meetings of the Council may be called at any time by the Chair or a Member of the Council. Written or verbal notice must be sent to each member in sufficient time to ensure attendance. Minutes from these meetings are to be presented at the Regular Meeting following the date of the special meeting.
- Committee Meetings are to have at least one Member of the Council in attendance. Minutes from these meetings are to be presented by the Committee leader at the Regular Meeting, following the date of the Committee meeting.
- 3) Quorum -- At all Council meetings, the presence of a simple majority of the total membership shall be necessary and sufficient to constitute a quorum for the transaction of any business. Votes shall be cast only by Members in attendance.
- 4) Conduct of Meetings -- All meetings shall be conducted in accordance with Robert's Rules of Order.
- 5) Resignation -- In the event a Member wishes to resign from the Council, he/she shall notify, in writing, the Council's liaison from the Town Selectmen and the Chair.
- 6) Attendance -- Regular attendance is expected of all Members. In the event of absence of any Member for three (3) consecutive meetings, except for reasons of health or extenuating circumstances, as duly reported to the Chair in advance of the Council meeting, the Council may request resignation of that Member through the Town Selectmen. Six (6) absences during any calendar year shall constitute an automatic dismissal from the Council. Notice of any dismissal or resignation is to be provided, in writing, to the Town Selectmen.

## Article VI - OFFICERS

Council officers:

A. The officers of the Council shall consist of a Chair, Vice-Chair, Treasurer and Secretary. Assistant Officers may be elected, if it is the wish of the Council.

- 1) Chair -- The chair shall be the chief executive officer of the Council, and, subject to the direction of Members of the Council, shall have charge of the business, affairs, and property of the Council on its general operations. She/he shall prepare an agenda, preside at all meetings of the Members, appoint all sub-committees, and be an ex-officio member of all committees.
- 2) Vice-Chair -- During the absence or disability of the Chair, the Vice-Chair shall exercise all the functions of the Chair and, when so acting, shall have all the powers and be subject to all the restrictions of the Chair.
- 3) Treasurer -- The Treasurer shall: a) Annually prepare a budget for the WCOA and submit it to the Council for review and approval; b) Receive and approve all expense requests (along with one other officer of the Council); c) Report budget status at each Council meeting; and d) Submit all approved expense requests to the Wenham Town Treasurer.
- 4) Secretary/Clerk -- The secretary/clerk shall: a) Record all the proceedings of the meetings; b) Cause all notices to be given in accordance with the By-Laws and as may be required by statute; c) Perform all duties relevant to the office of Secretary/Clerk; and d) The Council may appoint a corresponding secretary, or include duties related to correspondence in this section.

B. *Terms of office* are for 2-year periods. Officers of the Council shall be elected prior to the summer recess and shall take office immediately.

C. *Election of officers to fill vacancies* created by death, resignation, or other cause may take place at any regular or special meeting and shall be for the unexpired term of the previous incumbent; however, the office of Chair, if vacated, shall be filled by the Vice-Chair for the unexpired term of the Chair's normal term of office.

## Article VII: AMENDMENTS

Amendments or alterations of these By-Laws may be considered at either a regular or special meeting of the Council, called for such purpose. In either case, a seven-day notification of the meeting with a copy of the proposed amendment and its purpose, shall be given to each Council Member. Accompanying this notification, shall be the full text of the proposed amendment or alteration, and a statement of the purpose of the proposed changes. The proposed amendment or alteration of the By-Laws must be approved by two thirds of all Council Members.

## Article VIII: EFFECTIVE DATE

The effective date of these By-Laws shall be the date of the meeting at which the By-Laws shall have been approved by an affirmative vote of not less than two-thirds of the Members. The date on which this approval is voted is

Chair: Jack E. Hauck

Vice Chair: Sue Bannon

Clerk: Mary J. Kelly

Members:

Bobbi Black

Eleanor Perkins

Jane Richardson

Gladys Robertson

Merle Welsh

(One vacancy at time)

*Dated: Jan. 14, 2003*